

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

55 EAST MONROE STREET

CHICAGO, ILLINOIS 60603-5803

LOS ANGELES OFFICE  
ONE CENTURY PLAZA - SUITE 3300

2029 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067-3063

AREA CODE 213 277-7200  
FACSIMILE 213 201-5219

AREA CODE 312 346-8000

CABLE ADDRESS: INTERLEX

FACSIMILE 312 269-8869

WASHINGTON, D.C. OFFICE

815 CONNECTICUT AVENUE, N.W.

WASHINGTON, D.C. 20006-4004

AREA CODE 202 463-2400

FACSIMILE 202 828-5393

NEW YORK OFFICE

757 THIRD AVENUE

NEW YORK, NEW YORK 10017-2013

AREA CODE 212 715-9000

TELEX NO. 422867

FACSIMILE 212 752-3116

WRITER'S DIRECT DIAL (312)

RECORDATION NO. 87521  
FILED 1425

March 29, 1990 APR 2 1990 -11 50 AM

INTERSTATE COMMERCE COMMISSION

SAN FRANCISCO OFFICE

101 CALIFORNIA STREET

SUITE 2900

SAN FRANCISCO, CALIFORNIA 94111-5858

AREA CODE 415 397-2823

FACSIMILE 415 397-8549

RECORDATION NO. 87521  
FILED 1425

0-992A012 APR 2 1990 -11 50 AM

INTERSTATE COMMERCE COMMISSION

Federal Express

Secretary  
Interstate Commerce Commission  
Room 2303  
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Re: Recordation No. 8752

RECORDATION NO. 87521  
FILED 1425

APR 2 1990 -11 50 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary:

I am an attorney representing the parties to the enclosed documents. I have enclosed two originals and two certified copies of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code and the regulations adopted pursuant thereto.

The documents are:

1. Full Release (of security) dated March 27, 1990, a secondary document
2. Full Release (of security) dated March 27, 1990, a secondary document.
3. Full Release (of lease) dated March 16, 1990, a secondary document.

The primary document to which these are connected is recorded under Recordation No. 8752.

The names and addresses of the parties to these documents are as follows:

Owner-Trustee: First Illinois Bank, N.A., formerly known as First National Bank and Trust Company of Evanston  
800 Davis Street  
Evanston, Illinois 60204

Secretary  
Interstate Commerce Commission

Page 2  
March 31, 1990

Lessee: Chicago and North Western  
Transportation Company  
One North Western Center  
165 North Canal  
Chicago, Illinois 60606

Agent (for  
Investors) Continental Bank, N.A., formerly  
known as Continental Illinois  
National Bank and Trust Company  
of Chicago, successor in interest  
to American National Bank and Trust  
Company of Chicago  
231 South LaSalle Street  
Chicago, Illinois 60697

Interim  
Lender: Comerica Bank-Detroit, formerly  
known as The Detroit Bank  
& Trust Company  
211 West Fort  
Detroit, Michigan 48275-1105

The equipment covered by this document is comprised of ~~ten~~ (15) GP-7 locomotives, being all of the equipment subject to the Reconstruction and Conditional Sale Agreement dated as of February 1, 1977, filed with the Commission under Recordation No. 8752, the Security Agreement dated February 1, 1977 filed with the Commission under Recordation No. 8751-C and the Lease of Railroad Equipment dated as of February 1, 1979, filed with the Commission under Recordation No. 8752-A.

A fee of \$45.00 is enclosed. Please return the original of each document and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each bearing your file stamp, to Richard Demarest Yant, Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

A short summary of the documents to appear in the index follows:

1. Full Release dated March 27, 1990, by which the Recondition and Conditional Sale Agreement, the Transfer Agreement, and the Assignment of Lease and Agreement, each dated February 1, 1977, are

Secretary  
Interstate Commerce Commission

Page 3  
March 31, 1990

terminated and all equipment subject thereto is fully and completely released by Continental Bank, N.A., formerly known as Continental Illinois National Bank and Trust Company of Chicago, successor in interest to American National Bank and Trust Company of Chicago, 231 South LaSalle Street, Chicago, Illinois 60697 to Exchange National Bank of Chicago, as Owner-Trustee, c/o LaSalle National Bank, 135 South LaSalle Street, Chicago, Illinois 60603.

2. Full Release dated March 27, 1990, by which the Security Agreement dated February 1, 1977, terminated and all equipment subject thereto is fully and completely released by Comerica Bank-Detroit, formerly known as The Detroit Bank & Trust Company, 211 West Fort, Detroit, Michigan 48275-1105 to Exchange National Bank of Chicago, as Owner-Trustee, c/o LaSalle National Bank, 135 South LaSalle Street, Chicago, Illinois 60603.
3. Full Release dated March 16, 1990, by which the Lease of Railroad Equipment dated February 1, 1977, is terminated and all equipment subject thereto is fully and completely released by Chicago and North Western Transportation Company, One North Western Center, 165 North Canal, Chicago, Illinois 60606 to Exchange National Bank of Chicago, Owner-Trustee, c/o LaSalle National Bank, 135 South LaSalle Street, Chicago, Illinois 60603.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By

  
Richard Demarest Yant

RDY/tg  
Enclosures

cc: John R. Mannix, Jr. (w/encl.)  
John S. Reichner  
Glen Zatz  
Alice Greenhouse  
H. W. Clark III

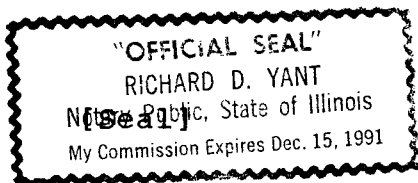
RECORDATION NO 8753-E FILED 1428  
APR 2 1990 -11 50 AM  
INTERSTATE COMMERCE COMMISSION

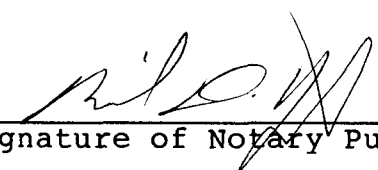
Certified Copy

State of Illinois     )  
                              ) SS  
County of Cook        )

I, Richard D. Yant, a notary public in and for the County and State aforesaid, certify that I have compared the attached copy with the original and have found the copy to be complete and identical in all respects to the original document.

Date: March 31, 1990



  
\_\_\_\_\_  
Signature of Notary Public

0175Y  
031590

FULL RELEASE

RECORDATION NO. 8752-E  
APR 2 1990 - 11 50 AM  
FILED 1425  
INTERSTATE COMMERCE COMMISSION

This Release is given this 27th day of March, 1990 by CONTINENTAL BANK, N.A., formerly known as CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, successor to AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, not in its individual capacity, but solely as Agent under a Participation Agreement dated February 1, 1977 ("Agent") to FIRST ILLINOIS BANK OF EVANSTON, N.A., formerly known as First National Bank and Trust Company of Evanston, as Owner-Trustee ("Owner").

RECITALS:

A. Owner and Agent have entered into (i) a Reconstruction and Conditional Sale Agreement dated as of February 1, 1977 ("CSA"), which was filed with the Interstate Commerce Commission ("ICC") on March 18, 1977 under Recordation No. 8752, (ii) a Transfer Agreement dated February 1, 1977 (the "Transfer Agreement"), which was filed with the ICC under Recordation No. 8752-D and (iii) an Assignment of Lease and Agreement dated February 1, 1977 (the "Lease Assignment"), which was filed with the ICC under Recordation No. 8752-B (the CSA, the Transfer Agreement and the Lease Assignment are collectively referred to herein as the "Agreements").

B. Owner has satisfied all of its obligations under the Agreements, and Agent desires to release all of its rights under the Agreements.

NOW THEREFORE, in consideration of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby agrees as follows:

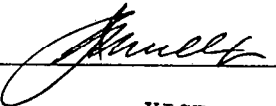
1. Agent hereby releases Owner and the "Beneficiaries" (as such term is defined in the CSA) from any and all liability or obligations under the Agreements.

2. Agent waives and releases all of its rights under the Agreements.

3. Agent releases and quitclaims to Owner all of its rights, title, and interest (if any) in and to each of the units of equipment described in any of the Agreements.

IN WITNESS WHEREOF, Agent has executed this Full Release as of the day and year first above written.

CONTINENTAL BANK, N.A., formerly  
known as CONTINENTAL ILLINOIS  
NATIONAL BANK AND TRUST COMPANY  
OF CHICAGO, successor to  
AMERICAN NATIONAL BANK AND TRUST  
COMPANY OF CHICAGO, not in its  
individual capacity, but solely  
as Agent

By:  J. C. MULL, JR

Title: VICE PRESIDENT

STATE OF ILLINOIS )  
                              )SS.  
COUNTY OF C O O K )

The foregoing instrument was acknowledged before me  
this 27th day of March, 1990 by J. C. MULL, JR,  
the VICE PRESIDENT of Continental Bank, N.A., formerly  
known as Continental Illinois National Bank and Trust Company  
of Chicago, on behalf of the bank.

Debra A. Cole

NOTARY PUBLIC

